

Registre de Commerce et des Sociétés

Numéro RCS : B151211

Référence de dépôt : L160215343

Déposé et enregistré le 17/11/2016

RCSL Nr. : B151211

Matricule : 2009 2440 924

BALANCE SHEET

Financial year from ⁰¹ 01/12/2014 to ⁰² 30/11/2015 (in ⁰³ USD)

KFC International Holdings I S.à r.l.

46A, Avenue J.F. Kennedy

L-1855 Luxembourg

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid	1101 _____	101 _____	102 _____
I. Subscribed capital not called	1103 _____	103 _____	104 _____
II. Subscribed capital called but unpaid	1105 _____	105 _____	106 _____
B. Formation expenses	1107 _____	107 _____	108 _____
C. Fixed assets	1109 _____	109 3.056.664.265,00	110 3.009.407.380,00
I. Intangible fixed assets	1111 _____	111 _____	112 _____
1. Research and development costs	1113 _____	113 _____	114 _____
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115 _____	115 _____	116 _____
a) acquired for valuable consideration and need not be shown under C.I.3	1117 _____	117 _____	118 _____
b) created by the undertaking itself	1119 _____	119 _____	120 _____
3. Goodwill, to the extent that it was acquired for valuable consideration	1121 _____	121 _____	122 _____
4. Payments on account and intangible fixed assets under development	1123 _____	123 _____	124 _____
II. Tangible fixed assets	1125 _____	125 _____	126 _____
1. Land and buildings	1127 _____	127 _____	128 _____
2. Plant and machinery	1129 _____	129 _____	130 _____

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	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131 _____	131 _____	132 _____
4. Payments on account and tangible fixed assets under development	1133 _____	133 _____	134 _____
III. Financial fixed assets	1135 _____	135 <u>3.056.664.265,00</u>	136 <u>3.009.407.380,00</u>
1. Shares in affiliated undertakings	1137 _____ 4	137 <u>3.056.664.265,00</u>	138 <u>3.009.407.380,00</u>
2. Amounts owed by affiliated undertakings	1139 _____	139 _____	140 _____
3. Shares in undertakings with which the undertaking is linked by virtue of participating interests	1141 _____	141 _____	142 _____
4. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1143 _____	143 _____	144 _____
5. Securities and other financial instruments held as fixed assets	1145 _____	145 _____	146 _____
6. Loans and claims held as fixed assets	1147 _____	147 _____	148 _____
7. Own shares or own corporate units	1149 _____	149 _____	150 _____
D. Current assets	1151 _____	151 <u>9.139.848.045,93</u>	152 <u>8.935.904.363,10</u>
I. Inventories	1153 _____	153 _____	154 _____
1. Raw materials and consumables	1155 _____	155 _____	156 _____
2. Work and contracts in progress	1157 _____	157 _____	158 _____
3. Finished goods and merchandise	1159 _____	159 _____	160 _____
4. Payments on account	1161 _____	161 _____	162 _____
II. Debtors	1163 _____	163 <u>8.999.491.923,71</u>	164 <u>8.935.878.911,96</u>
1. Trade receivables	1165 _____	165 _____	166 _____
a) becoming due and payable within one year	1167 _____	167 _____	168 _____
b) becoming due and payable after more than one year	1169 _____	169 _____	170 _____
2. Amounts owed by affiliated undertakings	1171 _____	171 <u>8.999.491.923,71</u>	172 <u>8.935.878.911,96</u>
a) becoming due and payable within one year	1173 _____ 5	173 <u>3.571.923,71</u>	174 <u>2.354.812,02</u>
b) becoming due and payable after more than one year	1175 _____ 5	175 <u>8.995.920.000,00</u>	176 <u>8.933.524.099,94</u>
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177 _____	177 _____	178 _____
a) becoming due and payable within one year	1179 _____	179 _____	180 _____
b) becoming due and payable after more than one year	1181 _____	181 _____	182 _____

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	Reference(s)	Current year	Previous year
4. Other receivables	1183 _____	183 _____	184 _____
a) becoming due and payable within one year	1185 _____	185 _____	186 _____
b) becoming due and payable after more than one year	1187 _____	187 _____	188 _____
III. Transferable securities and other financial instruments	1189 _____	189 _____	190 _____
1. Shares in affiliated undertakings and in undertakings with which the undertaking is linked by of participating interests	1191 _____	191 _____	192 _____
2. Own shares or own corporate units	1193 _____	193 _____	194 _____
3. Other transferable securities and other financial instruments	1195 _____	195 _____	196 _____
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197 _____	197 <u>140.356.122,22</u>	198 <u>25.451,14</u>
E. Prepayments	1199 _____	199 <u>412,03</u>	200 <u>658,02</u>
TOTAL (ASSETS)		201 <u>12.196.512.722,96</u>	202 <u>11.945.312.401,12</u>

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LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
	1301 _____	301 <u>12.196.314.750,56</u>	302 <u>11.945.280.496,40</u>
I. Subscribed capital	1303 _____ <u>6</u>	303 <u>11.647.408.498,54</u>	304 <u>11.850.147.657,56</u>
II. Share premium and similar premiums	1305 _____ <u>6</u>	305 <u>23.553.534,55</u>	306 <u>19.557.490,53</u>
III. Revaluation reserves	1307 _____	307 _____	308 _____
IV. Reserves	1309 _____	309 <u>50.669.002,04</u>	310 <u>73.778.856,02</u>
1. Legal reserve	1311 _____ <u>7</u>	311 <u>9.810.443,97</u>	312 <u>0,00</u>
2. Reserve for own shares or own corporate units	1313 _____	313 _____	314 _____
3. Reserves provided for by the articles of association	1315 _____	315 _____	316 _____
4. Other reserves	1317 _____ <u>8</u>	317 <u>40.858.558,07</u>	318 <u>73.778.856,02</u>
V. Profit or loss brought forward	1319 _____ <u>9</u>	319 <u>1.796.492,29</u>	320 <u>-45.719,91</u>
VI. Profit or loss for the financial year	1321 _____ <u>9</u>	321 <u>472.887.223,14</u>	322 <u>196.208.879,49</u>
VII. Interim dividends	1323 _____ <u>9</u>	323 <u>0,00</u>	324 <u>-194.366.667,29</u>
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
IX. Temporarily not taxable capital gains	1327 _____	327 _____	328 _____
B. Subordinated debts	1329 _____	329 _____	330 _____
1. Convertible loans	1413 _____	413 _____	414 _____
a) becoming due and payable within one year	1415 _____	415 _____	416 _____
b) becoming due and payable after more than one year	1417 _____	417 _____	418 _____
2. Non convertible loans	1419 _____	419 _____	420 _____
a) becoming due and payable within one year	1421 _____	421 _____	422 _____
b) becoming due and payable after more than one year	1423 _____	423 _____	424 _____
C. Provisions	1331 _____	331 _____	332 _____
1. Provisions for pensions and similar obligations	1333 _____	333 _____	334 _____
2. Provisions for taxation	1335 _____	335 _____	336 _____
3. Other provisions	1337 _____	337 _____	338 _____
D. Non subordinated debts	1339 _____	339 <u>197.972,40</u>	340 <u>31.904,72</u>
1. Debenture loans	1341 _____	341 _____	342 _____
a) Convertible loans	1343 _____	343 _____	344 _____
i) becoming due and payable within one year	1345 _____	345 _____	346 _____
ii) becoming due and payable after more than one year	1347 _____	347 _____	348 _____

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	Reference(s)	Current year	Previous year
b) Non convertible loans	1349	349	350
i) becoming due and payable within one year	1351	351	352
ii) becoming due and payable after more than one year	1353	353	354
2. Amounts owed to credit institutions	1355	355	356
a) becoming due and payable within one year	1357	357	358
b) becoming due and payable after more than one year	1359	359	360
3. Payments received on account of orders as far as they are not deducted distinctly from inventories	1361	361	362
a) becoming due and payable within one year	1363	363	364
b) becoming due and payable after more than one year	1365	365	366
4. Trade creditors	1367	367	368
a) becoming due and payable within one year	1369	369	370
b) becoming due and payable after more than one year	1371	371	372
5. Bills of exchange payable	1373	373	374
a) becoming due and payable within one year	1375	375	376
b) becoming due and payable after more than one year	1377	377	378
6. Amounts owed to affiliated undertakings	1379	379	380
a) becoming due and payable within one year	1381	381	382
b) becoming due and payable after more than one year	1383	383	384
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385	151.850,94	409,39
a) becoming due and payable within one year	1387 11	151.850,94	409,39
b) becoming due and payable after more than one year	1389		
8. Tax and social security debts	1391	0,00	3.048,28
a) Tax debts	1393 10	0,00	3.048,28
b) Social security debts	1395		

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	Reference(s)	Current year	Previous year
9. Other creditors	1397 _____	397 <u>46.121,46</u>	398 <u>28.447,05</u>
a) becoming due and payable within one year	1399 _____	399 <u>46.121,46</u>	400 <u>28.447,05</u>
b) becoming due and payable after more than one year	1401 _____	401 _____	402 _____
E. Deferred income	1403 _____	403 _____	404 _____
TOTAL (LIABILITIES)		405 <u>12.196.512.722,96</u>	406 <u>11.945.312.401,12</u>

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Matricule : 2009 2440 924

PROFIT AND LOSS ACCOUNT

Financial year from ⁰¹ 01/12/2014 to ⁰² 30/11/2015 (in ⁰³ USD)

KFC International Holdings I S.à r.l.

46A, Avenue J.F. Kennedy

L-1855 Luxembourg

A. CHARGES

	Reference(s)	Current year	Previous year
1. Use of merchandise, raw materials and consumable materials	1601 _____	601 _____	602 _____
2. Other external charges	1603 <u>12</u>	603 <u>101.366,45</u>	604 <u>13.781,73</u>
3. Staff costs	1605 _____	605 _____	606 _____
a) Salaries and wages	1607 _____	607 _____	608 _____
b) Social security on salaries and wages	1609 _____	609 _____	610 _____
c) Supplementary pension costs	1611 _____	611 _____	612 _____
d) Other social costs	1613 _____	613 _____	614 _____
4. Value adjustments	1615 _____	615 _____	616 _____
a) on formation expenses and on tangible and intangible fixed assets	1617 _____	617 _____	618 _____
b) on current assets	1619 _____	619 _____	620 _____
5. Other operating charges	1621 _____	621 _____	622 _____
6. Value adjustments and fair value adjustments on financial fixed assets	1623 _____	623 _____	624 _____
7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities	1625 _____	625 _____	626 _____
8. Interest and other financial charges	1627 _____	627 <u>875.329,49</u>	628 <u>36,26</u>
a) concerning affiliated undertakings	1629 <u>13</u>	629 <u>767.785,37</u>	630 <u>0,00</u>
b) other interest and similar financial charges	1631 <u>13</u>	631 <u>107.544,12</u>	632 <u>36,26</u>

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	Reference(s)	Current year	Previous year
9. Share of losses of undertakings accounted for under the equity method	1649 _____	649 _____	650 _____
10. Extraordinary charges	1633 _____	633 _____	634 _____
11. Income tax	1635 _____ 14	635 _____ 3.526,60	636 _____ 4.006,64
12. Other taxes not included in the previous caption	1637 _____	637 _____ 27,47	638 _____ 49,70
13. Profit for the financial year	1639 _____	639 _____ 472.887.223,14	640 _____ 196.208.879,49
TOTAL CHARGES		641 _____ 473.867.473,15	642 _____ 196.226.753,82

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B. INCOME

	Reference(s)	Current year	Previous year
1. Net turnover	1701 _____	701 _____	702 _____
2. Change in inventories of finished goods and of work and contracts in progress	1703 _____	703 _____	704 _____
3. Fixed assets under development	1705 _____	705 _____	706 _____
4. Reversal of value adjustments	1707 _____	707 _____	708 _____
a) on formation expenses and on tangible and intangible fixed assets	1709 _____	709 _____	710 _____
b) on current assets	1711 _____	711 _____	712 _____
5. Other operating income	1713 _____	713 _____	714 _____
6. Income from financial fixed assets	1715 _____	715 <u>301.000.000,00</u>	716 <u>193.602.091,63</u>
a) derived from affiliated undertakings	1717 <u>16</u>	717 <u>301.000.000,00</u>	718 <u>193.602.091,63</u>
b) other income from participating interests	1719 _____	719 _____	720 _____
7. Income from financial current assets	1721 _____	721 _____	722 _____
a) derived from affiliated undertakings	1723 _____	723 _____	724 _____
b) other income from financial current assets	1725 _____	725 _____	726 _____
8. Other interest and other financial income	1727 _____	727 <u>172.867.473,15</u>	728 <u>2.624.662,19</u>
a) derived from affiliated undertakings	1729 <u>15</u>	729 <u>172.867.473,15</u>	730 <u>2.339.564,02</u>
b) other interest and similar financial income	1731 <u>15</u>	731 <u>0,00</u>	732 <u>285.098,17</u>
9. Share of profits of undertakings accounted for under the equity method	1745 _____	745 _____	746 _____
10. Extraordinary income	1733 _____	733 _____	734 _____
13. Loss for the financial year	1735 _____	735 <u>0,00</u>	736 <u>0,00</u>
TOTAL INCOME		737 <u>473.867.473,15</u>	738 <u>196.226.753,82</u>

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Déposé le 17/11/2016

KFC International Holdings I S.à r.l.
NOTES TO THE ANNUAL ACCOUNTS
As At November 30th, 2015

NOTE 1 - GENERAL

KFC International Holdings I ("the Company"), (formerly known as Yum! Finance Holdings II S.à r.l. and as Stealth Investments S.à r.l.), was incorporated on December 17th, 2009 for an unlimited period as a "société à responsabilité limitée".

The registered office of the company is in Luxembourg at 46A, Avenue J.F. Kennedy, L1855 Luxembourg. On November 20th 2014, the Company established a branch in the State of Kentucky, United States of America, located at 1900 Colonel Sanders Lane, Louisville, Kentucky 40213. These financial statements include the Luxembourg Head office and the US branch.

On October 31st, 2014 the Company changed its name from Yum! Finance Holdings II S.à r.l. to KFC International Holdings I S.à r.l.

The financial year of the Company starts on the 1st of December of each year and ends on the 30th November of the following year.

The Company's purpose is:

- (1) To take participations and interests, in any form whatsoever, in any commercial, industrial, financial or other, Luxembourg or foreign companies or enterprises;
- (2) To acquire through participations, contributions, underwriting, purchases or options, negotiation or in any other way any securities, rights, patents and licenses and other property, rights and interest in property as the Company shall deem fit;
- (3) Generally to hold, manage, develop, sell or dispose of the same, in whole or in part, for such consideration as the Company may think fit, and in particular for shares or securities of any company purchasing the same;
- (4) To enter into, assist or participate in financial, commercial and other transactions;
- (5) To grant to any holding company, subsidiary, or fellow subsidiary, or any other company which belong to the same group of companies than the Company (the "Affiliates") any assistance, loans, advances or guarantees (in the latter case, even in favour of a third-party lender of the Affiliates);
- (6) To borrow and raise money in any manner and to secure the repayment of any money borrowed;
- (7) To hold, develop, manage, promote, transfer, sell, acquire, license, subcontract and/or assign in any way, all or part of intellectual property rights of any nature to any company associated in any way with the Company or third party for such consideration as the Company may think fit;
- (8) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.

The Company can perform all commercial, technical and financial operations, connected directly or indirectly in all areas as described above in order to facilitate the accomplishment of its purpose.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIESGeneral principles

These annual accounts have been prepared in accordance with generally accepted accounting principles and with the laws and regulations in force in the Grand-Duchy of Luxembourg.

These annual accounts have been prepared under the going concern assumption in accordance with Luxembourg legal and regulatory requirements under the historical cost convention.

Accounting policies and valuation principles are, besides the ones laid down by the law of 19 December 2002, determined and applied by the Board of Managers. According to article 4 of the law of July 30, 2013, the Board of Managers has decided not to apply the provisions of that law for the preparation of these annual accounts.

KFC International Holdings I S.à r.l.
NOTES TO THE ANNUAL ACCOUNTS
As At November 30th, 2015

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Conversion of foreign currencies

The Company's annual accounts are expressed in United States Dollars ("USD"). The transactions made in another currency are converted at the exchange rate ruling on the date of such operations. At the Balance Sheet date :

- The acquisition price of the fixed assets items expressed in a currency other than USD, remains converted at historical exchange rates.
- Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the profit and loss account of the year;
- Short term debtors and creditors are, according to their liquid criteria, translated on the basis of the exchange rates effective at the balance sheet date. The unrealized exchange gains and losses are recorded in the profit and loss account;
- Other assets and liabilities are translated separately respectively at the lower or at the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. The unrealized exchange losses are recorded in the profit and loss account. The realized exchange gains are recorded in the profit and loss account at the moment of their realization.

Financial assets

Financial assets are valued individually at the lower of acquisition cost and fair value estimated by the Board of Managers. The Board of Managers, with care and in good faith, bases its estimation on the last annual accounts of the companies and/or other information and documents available. Acquisition costs include the purchase price and ancillary expenses.

Loans granted to participations are stated at their nominal values. A value adjustment is made when the value is estimated to be lower than the nominal value.

The value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Debtors

Debtors are valued at their nominal value less provision for any permanent diminution in value. The value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Provisions for liabilities and charges

At the end of each period/year, provisions are made to cover all foreseeable liabilities and charges. Provisions relating to previous years are regularly reviewed and written off to the profit and loss account if necessary.

Comparative figures

On December 1st 2015 the Company converted its share capital from Euro (EUR) to United States Dollars (USD). As the 2015 accounts are expressed in USD the comparative figures for 2014 have been restated to USD from EUR in order to reflect a fairer presentation. Comparative Financial asset have been converted at the historical FX rate they were acquired at as they are USD denominated assets. All other accounts have been converted at the conversion rate on Dec 1st 2014 of 1.2426 USD to EUR.

NOTE 3 - CONSOLIDATED ACCOUNTS

In accordance with article 316 of the commercial law dated 10th August 1915, as subsequently amended, the Company is exempted from the obligation to prepare consolidated accounts and a consolidated management report as they have been consolidated in the ultimate parent company Yum! Brands Inc., a United States corporation which has its registered address at 1441 Gardiner Lane, Louisville, Kentucky 40213 (US).

KFC International Holdings I S.à r.l.
NOTES TO THE ANNUAL ACCOUNTS
As At November 30th, 2015

NOTE 4 - SHARES IN AFFILIATED UNDERTAKINGS

The Company is held within the Yum! Brands, Inc. group of companies. The Company holds assets and liabilities related to the KFC Brand.

	30/11/2015 USD	30/11/2014 USD
Gross book value - opening	3,009,407,380.00	2,236,416,976.42
Additions for the year	47,256,885.00	5,863,042,586.38
Deductions for the year	-	(5,163,831,038.82)
Conversion Difference	-	73,778,856.02
Gross book value - closing balance	<u>3,056,664,265.00</u>	<u>3,009,407,380.00</u>

Details of additions for the year are as follows:

Investment in Yum! Restaurants International S.à r.l. (October 31st 2014)	-	9,755,446
KFC Intermediate Holdings S.à r.l. (October 10th 2014)	-	19,231
KFC International Holdings II S.à r.l. (October 31st 2014)	-	2,926,633,954
Contribution to KFC Intermediate Holdings S.à r.l. (November 25th 2014)	-	2,926,633,954
KFC North America S.à r.l. (November 27th 2015)	47,256,885.00	-
	<u>47,256,885.00</u>	<u>5,863,042,586.38</u>

Details of disposals for the year are as follows:

Partial disposal of Yum! International Finance Company S.à r.l. (October 31st 2014)	-	(2,227,441,638)
Disposal of Yum! Restaurants International S.à r.l. (October 31st 2014)	-	(9,755,446)
Disposal of KFC International Holdings II S.à r.l. (October 31st 2014)	-	(2,926,633,954)
	<u>-</u>	<u>(5,163,831,038.32)</u>

On November 27th, 2015 YRIM contributed 3,942,000,000 (three billion nine hundred forty-two million) shares of KFC North America S.à r.l., a Luxembourg société à responsabilité limitée having its registered office at 46a, avenue J.F. Kennedy, L-1855 Luxembourg and registered with the Luxembourg Trade and Companies' Register under number B 190.207 ("KFC North America") with an aggregate value amounting to USD 47,256,885 to the Company in exchange for (i) the issuance of 3,481,477,626 new shares of the Company.

The comparative opening amounts and movements have been translated at conversion rate of 1.2426 USD to EUR. The revaluation amount in the comparatives represents and adjustment to restate the closing balances from the prior year to the historic USD amounts that the affiliated undertakings were acquired at.

Details of the affiliated undertakings are as follows:

	Registered office	Ownership %	Net book value USD 30/11/2015	Net book value USD 30/11/2014
Yum! International Finance Company S.à r.l.	Luxembourg	0.004%	9,387,380.00	8,975,338.87
KFC Intermediate Holdings S.à r.l.	Luxembourg	100.00%	3,000,020,000.00	2,926,653,185.61
KFC North America S.à r.l.	Luxembourg	6.17%	47,256,885.00	-
			<u>3,056,664,265.00</u>	<u>2,935,628,524.48</u>

Based on the quantitative assessment, qualitative measures, and individual circumstances surrounding each entity, the opinion of the Board of Managers, is that there is no permanent diminution in value of its shareholdings in affiliated undertakings.

KFC International Holdings I S.à r.l.
NOTES TO THE ANNUAL ACCOUNTS
As At November 30th, 2015

NOTE 5 - AMOUNTS DUE FROM AFFILIATED COMPANIES

	30/11/2015 USD	30/11/2014 USD
<u>Amounts due from affiliated companies payable within 1 year</u>		
KFC International Holdings II S.à r.l. - interest	2,348,721.95	2,354,812.02
Yum! Franchsie China Trust I	15,416.71	-
YRI Russia	1,207,785.05	-
	<u>3,571,923.71</u>	<u>2,354,812.02</u>
<u>Amounts due from affiliated companies payable after 1 year</u>		
KFC International Holdings II S.à r.l.	8,900,420,000.00	8,923,498,170.63
Yum! Franchsie China Trust I	10,000,000.00	10,025,929.31
YRI Russia	85,500,000.00	-
	<u>8,995,920,000.00</u>	<u>8,933,524,099.94</u>

The loan to KFC International Holdings II S.à r.l. was issued on November 25th 2014 and has a maturity date of 25th November 2023 and an interest rate of 1.9% per annum.

The loan to Yum! Franchise China Trust I was issued on October 31st 2014 and has a maturity date of 31st October 2023 and an interest rate of 1.85% per annum.

The loan to YRI Russia was issued on March 17th 2015* and has a maturity date of 24th December 2020** and an interest rate of 2.412%*** per annum.

(*) Where balance represents the accumulation of more than one loan receivable, the issue date shown is for the receivable with the earliest inception date.

(**) Where balance represents the accumulation of more than one loan receivable, the maturity date shown is for the receivable with the longest maturity term.

(***) Where balance represents the accumulation of more than one loan receivable, the interest rate shown is the weighted average rate of all loans receivables with the relevant party.

NOTE 6 - SUBSCRIBED CAPITAL and SHARE PREMIUM

As at November 30th, 2015, the issued and fully paid-up capital of the Company amounted to USD 11,647,408,498.54 represented by 937,341,743,002 shares without a nominal value.

Movement in share capital during the financial period

	30/11/2015 USD	30/11/2014 USD
Opening balance	11,850,147,657.56	15,532.50
Issue of new shares (October 31st 2014)	-	2,926,633,954.44
Issue of new shares (November 25th 2014)	-	8,923,498,170.62
Cancellation of shares (December 18th 2014)	(246,000,000.00)	-
Issue of new shares (November 27th 2015)	43,260,840.98	-
Closing Balance	<u>11,647,408,498.54</u>	<u>11,850,147,657.56</u>

Movement in share premium during the financial period

	30/11/2015 USD	30/11/2014 USD
Opening balance	19,557,490.53	2,236,479,106.37
Share premium reimbursement (October 31st 2014)	-	(2,216,921,615.84)
Share Premium (November 27th 2015)	3,996,044.02	-
Closing Balance	<u>23,553,534.55</u>	<u>19,557,490.53</u>

On December 18th, 2014 decreased the share capital of the Company by an amount of 246,000,000 USD by the cancellation of 19,797,199,421 shares held by KFC Global Holdings Inc.

On November 27th, 2015, the Company increased the share capital by an amount of 43,260,840.98 USD by the issuance of 3,481,477,626 new shares of the Company without nominal value subject to the payment of a global share premium in an amount of 3,996,044.02 USD, to be fully paid by a contribution in kind made by YRIM.

KFC International Holdings I S.à r.l.
NOTES TO THE ANNUAL ACCOUNTS
As At November 30th, 2015

NOTE 7 - LEGAL RESERVES

Luxembourg companies are required to allocate to a legal reserve a minimum of 5% of the annual net income, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed. The Board of Managers propose to allocate an amount of USD 23,644,361.6 to the legal reserve from the 2015 result.

NOTE 8 - CONVERSION RESERVE

As the 2015 accounts are expressed in USD the comparative figures for 2014 have been restated to USD from EUR in order to reflect a fairer presentation. Comparative Financial asset have been converted at the historical EUR:USD they were acquired at as they are all denominated in USD. All other comparative accounts have been converted at the conversion rate on Dec 1st 2014 of 1.2426 USD to EUR. The conversion reserve recognised in the 2015 accounts represents the conversion of the historic reserves to USD.

NOTE 9 - MOVEMENTS FOR THE PERIOD ON THE RESERVES AND PROFIT/LOSS ITEMS

	Interim Dividend	Legal Reserve	Profit brought forward	Profit for the year/period
Balance at the beginning of the year (EUR)	(156,419,336.30)	-	(36,793.75)	157,901,882.74
Balance at the beginning of the year (USD)	(194,366,667.29)	-	(45,719.91)	196,208,879.49
Allocation of prior period's result	194,366,667.29	-	1,842,212.21	-196,208,879.49
Profit of the period	-	-	-	472,887,223.14
Allocation from Conversion Reserve	-	9,810,443.97	-	-
Balance at the end of the period	-	9,810,443.97	1,796,492.30	472,887,223.14

23,644,361.16

NOTE 10 - TAX DEBTS

	30/11/2015	30/11/2014
	USD	USD
Net wealth tax 2014	-	2,991.56
Net wealth tax Prior years	-	17.89
Corporate Income tax 2014	-	20.19
Corporate Income Prior years	-	18.64
	-	3,048.28

NOTE 11 - AMOUNTS DUE TO AFFILIATED COMPANIES

	30/11/2015	30/11/2014
	USD	USD
<u>Amounts due to affiliated companies payable within 1 year</u>		
Yum! Brands Inc	-	409.39
KFC Europe SARL	64,034.45	-
YRI Global Liquidity US Branch	87,816.49	-
	151,850.94	409.39

KFC International Holdings I S.à r.l.
NOTES TO THE ANNUAL ACCOUNTS
As At November 30th, 2015

NOTE 12 - EXTERNAL CHARGES

	30/11/2015	30/11/2014
	USD	USD
Professional Fees	100,633.68	13,117.72
Bank account charges	732.77	664.01
	<u>101,366.45</u>	<u>13,781.73</u>

NOTE 13 - INTEREST PAYABLE AND SIMILAR CHARGES

The Company participates in a cash pool arrangement. Interest payable represents interest due to the Host Bank of the pool and interest payable to affiliated entities represents the margin paid to the Yum! Group entity that is principal Group company in the pool. The Company had a negative position up to November 25th 2015, before it received a transfer of funds that resulted in a positive cash balance of \$140,326,649.

NOTE 14 - INCOME TAXES

	30/11/2015	30/11/2014
	USD	USD
2013 Corporate income tax	-	17.89
2014 Corporate income tax	-	3,988.75
2015 Corporate income tax	3,526.60	-
	<u>3,526.60</u>	<u>4,006.64</u>

NOTE 15 - INTEREST RECEIVABLE

	30/11/2015	30/11/2014
	USD	USD
Interest from affiliated undertakings	172,867,473.15	2,339,564.02
Foreign Exchange gain	-	285,098.17
	<u>172,867,473.15</u>	<u>2,624,662.19</u>

NOTE 16 - INCOME FROM FINANCIAL ASSETS

	30/11/2015	30/11/2014
	USD	USD
Gain on disposal of YIF	-	193,602,091.63
Dividend Received	301,000,000.00	-
	<u>301,000,000.00</u>	<u>193,602,091.63</u>

The Company as sole shareholder of KFC Intermediate Holdings S.a.r.l., received interim dividends on December 19th, 2014 of \$246,000,000 and on November 23rd 2015 for \$55,000,000

NOTE 17 - SUBSEQUENT EVENTS

There were no significant subsequent events.

KFC International Holdings I S.à.r.l
Société à responsabilité limitée
Share Capital : USD 12,218,722,678.30
Registered address : 46A, Avenue J.F.Kennedy
L-1855, Luxembourg
R.C.S. Luxembourg B 151211
(the "Company")

ALLOCATION OF THE RESULT OF THE COMPANY

Following the unanimous resolution of the shareholders of the Company held on 10 November 2016 regarding the approval of the Company's annual accounts as at 30 November 2015, the profit amounting to USD 472,887,223 made during the financial year ended 30 November 2015 is allocated as follows :

- An amount of USD 23,644,361 shall be added to the statutory reserve of the Company that is to be maintained in accordance with the provisions of the Company's articles of association and the article 72/197 of the Luxembourg Companies Act of 10 August 1915 (as amended from time to time)
- The remaining profit for the year ended 30 November 2015 in the amount of USD 451,039,354 shall be reported for in full and added to the results brought forward of the Company